APPENDIX A — STIPULATION BY AND BETWEEN AGWAY, INC., *ET AL.*, AND MARY AND VAUGHN SLEEPER, F/D/B/A SLEEPER FARMS DATED MAY 18, 2005 AND MAY 27, 2005

AMERICAN ARBITRATION ASSOCIATION
CASE NO. 15 163Y0009202

AGWAY, INC., *et al.*

Claimants

SLEEPER FARMS, *et al.*

Respondents

STIPULATION

We the parties, Agway, Inc. *et al.* and Mary and Vaughn Sleeper, formerly doing business as Sleeper Farms, do hereby stipulate that all issues of liability and damages contained within Sleeper Farm's Complaint filed in United States District Court for the Northern District of Maine, Docket No. CV-02-35-B-S shall be determined through arbitration in this forum.

Appendix A

Dated: 5/18/05

s/ Christian C. Foster
Christian C. Foster, Esq. (Bar No. 9086)

Counsel for Sleeper Farms
DANIEL G. LILLEY LAW OFFICES, P.A.
39 Portland Pier
P.O. Box 480
Portland, ME 04112

Dated: 5/27/05

s/ Frederick J. Badger, Jr.
Frederick J. Badger, Jr., Esq. (Bar No. 215)

Counsel for Agway, Inc. *et al.*
RICHARDSON, WHITMAN, LARGE & BADGER
One Merchants Plaza
P.O. Box 2439
Bangor, ME 04402

APPENDIX B — UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF NEW YORK *ORDER (I) ESTABLISHING SLEEPER FARMS' CLAIM NUMBER 869 AS AN ALLOWED GENERAL UNSECURED CLAIM IN THE AMOUNT OF $102,499.70, AND (II) APPROVING METHOD OF PAYMENT AND DELIVERY OF DISTRIBUTIONS IN RESPONSE OF SUCH CLAIM*
DATED JANUARY 31, 2008

SO ORDERED.

SIGNED this 31 day of January, 2008

s/ Stephen D. Gerling
CHIEF UNITED STATES
BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF NEW YORK

Case No. 02-65872 (Main Case)
through Case No. 02-65877

Jointly Administered
Chapter 11 Proceedings

In re Agway, Inc.,

Debtor.

In re Agway General Agency, Inc.,

Debtor.

Appendix B

In re Brubaker Agronomic Consulting Service LLC,

Debtor.

In re Country Best Adams, LLC,

Debtor.

In re Country Best-DeBerry LLC,

Debtor.

In re Feed Commodities International LLC,

Debtor.

ORDER (I) ESTABLISHING SLEEPER FARMS' CLAIM NUMBER 869 AS AN ALLOWED GENERAL UNSECURED CLAIM IN THE AMOUNT OF $102,499.70, AND (II) APPROVING METHOD OF PAYMENT AND DELIVERY OF DISTRIBUTIONS IN RESPECT OF SUCH CLAIM

D. Clark Ogle, Trustee of the Agway Liquidating Trust (the "LT") by and through his attorneys, Menter, Rudin & Trivelpiece, P.C., filed a motion, dated January 3, 2008, for an order: (i) establishing Vaughn and Mary Sleeper d/b/a Sleeper Farms' (the "Sleepers") Claim Number 869 as an Allowed General Unsecured Claim in the amount of $102,499.70, and (ii) approving payment of distributions in respect of such claim to counsel for the Sleepers (the "Motion"), and the Sleepers having

filed Opposition thereto, dated January 23, 2008, and the LT having filed a Response to the Sleepers' Opposition dated January 25, 2008, and the Motion having come on to be heard before a regular motion term of this Court held on January 29, 2008, and the Sleepers having appeared in support of the Opposition through their attorneys, Deily, Mooney & Glastetter, LLP, Leigh A. Hoffman, Esq., and the LT having appeared in support of the Motion by his attorneys, Menter, Rudin & Trivelpiece, P.C., Jeffrey A. Dove, Esq., and James C. Thoman, Esq. and due deliberation of the foregoing having been had and good cause appearing therefor, it is hereby

ORDERED, that the Motion is **GRANTED** as set forth herein; and it is further

ORDERED, that the Sleepers' Claim Number 869 is hereby Allowed as a General Unsecured Claim[1] in the amount of $102,499.70; and it is further

ORDERED, the LT shall be and hereby is authorized to cause distributions on account of the Sleepers' allowed claim to be made payable to the Sleepers and delivered to the Law Offices of Daniel G. Lilley, subject only to the limitations set forth below; and it is further

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1. As defined in the Debtors' Second Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code dated April 20, 2004.

ORDERED, that the LT shall be permitted to make the distributions described above after thirty (30) days from the date of entry of this Order, unless prior thereto the Sleepers obtain a stay pending the consideration of their Petition for a Writ of Certiorari to the United States Supreme Court.

APPENDIX C — JEFFREY A. DOVE, ESQ. MARCH 6, 2008 LETTER TO CHRISTIAN FOSTER, ESQ. AT THE LAW OFFICES OF DANIEL G. LILLEY, TOGETHER WITH DRX DISTRIBUTION MANAGEMENT, INC., AS AGENT FOR AGWAY, INC., *ET AL.*, CHECK NO. 105895 PAYABLE TO SLEEPER FARMS IN THE AMOUNT OF $61,499.82 DATED MARCH 5, 2008 WITH PROOF OF TENDER

March 6, 2008

Via Federal Express

Christian Foster, Esq.
Law Offices of Daniel G. Lilley
39 Portland Pier
Portland, ME 04101-4713

Re: Agway, Inc., *et al.*
Case Nos. 02-65872 (Main Case) through 02-65877
Jointly Administered Chapter 11 Proceedings

Dear Christian:

Pursuant to the *Order (I) Establishing Sleeper Farms' Claim Number 869 as an Allowed General Unsecured Claim in the Amount of $102,499.70, and (II) Approving Method of Payment and Delivery of Distributions in Respect of Such Claim* dated January 31, 2008, enclosed please find DRX Distribution Management, Inc.'s check number 105895 in the amount of $61,499.82. This check represents the "catch-up" distribution for 60% of the allowed general unsecured claim of Sleeper Farms of $102,499.70.

Appendix C

If you have any questions, please do not hesitate to contact us. Thank you.

Very truly yours,

MENTER, RUDIN & TRIVELPIECE, P.C.

Jeffrey A. Dove

jdove@menterlaw.com